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Official Public Records

Tarrant County Texas

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Mary Louise Garcia Mary Louise Garcia

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Submitter: ACS

CHESAPEAKE ENERGY CORP. ATTN: RECORDING TEAM P.O. BOX 18496 OKLAHOMA CITY, OK 73154

Submitter: CHESAPEAKE OPERATING, INC

TARRANT COUNTY CLERK TARRANT COUNTY COURTHOUSE 100 WEST WEATHERFORD FORT WORTH, TX 76196-0401

DO NOT DESTROY WARNING - THIS IS PART OF THE OFFICIAL RECORD

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NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

RATIFICATION AND AMENDMENT OF OIL AND GAS LEASE (By Mineral Owners to Correct Land Description)

STATE OF TEXAS)	KNOW ALL PERSONS BY THESE PRESENTS:
COUNTY OF TARRANT	j	

WHEREAS, Chesapeake Exploration, L.L.C., whose mailing address is P.O. Box 18496, Oklahoma City, OK 73154-0496 and Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, TX 77002 ("Lessees"), are the present owners of that certain Oil and Gas Lease dated July 31, 2008 (the "Lease"), from Richard J. Bellack and BSP Management, Ltd, as Tenants in Common, whose address is 8050 Oakdell Way, Apartment 703, San Antonio, TX 78240-3913 ("Lessors"), of which a Memorandum of Oil and Gas Lease is recorded in Instrument Number D208399465, Deed Records, Tarrant County, Texas, (the "Memo").

WHEREAS, Total E&P USA, Inc. acquired an undivided 25% of Chesapeake Exploration, L. L. C.'s working interest in the aforementioned Lease.

WHEREAS, Lessors and Lessees agree that the Lease as described above is valid, in force, and in full effect.

WHEREAS, at the time the Lease was entered into, the description of the lands contained in the Lease were believed by Lessors and Lessees to cover and was intended by them to cover, certain lands owned by Lessors.

WHEREAS, since the execution, delivery, and recording of the Memo, it has been discovered that the description of lands contained in the Lease and Memo does not adequately describe the lands Lessors and Lessees intended to be covered by the Lease and Memo. Lessor and Lessees desire to amend and correct the description of the lands contained in the Lease and Memo to accurately identify the lands to be covered by and subject to the terms of the Lease and Memo.

NOW THEREFORE, for adequate consideration, and the further consideration of the obligations and agreements contained in the Lease, Lessors acknowledge and agree that the Lease shall cover, and the Lease is amended, so that it now covers the following lands in the county and state named above:

2.1951 acres, more or less, out of the Tapeley Holland Survey, Abstract No. 750, Tarrant County, Texas, being more particularly described by metes and bounds as follows:

BEGINNING at a 5/8 inch iron rod set with cap marked "KSC 4019" at the Northeast corner of Lot 1, Block 1, Stewart Addition, an addition to the City of Grand Prairie, according to the plat thereof recorded in Cabinet A, Slide 7681, and being in the West line of Dillard Street (60 foot wide right-of-way);

THENCE North 89 degrees 33 minutes 06 seconds West, with the North line of said Lot 1, Block 1, Stewart Addition, for a distance of 383.50 feet to a 5/8 inch iron rod set with cap marked "KSC 4019" for the Northwest corner of said Lot 1, and being in the East line of Block C, Prairie Oaks Park, an addition to the City of Grand Prairie, according to the plat thereof recorded in Volume 388-183, Page 92, of the Plat Records of Tarrant County, Texas;

THENCE North 00 degrees 15 minutes 04 seconds East, with the East line of said Block C, for a distance of 237.68 feet to a 5/8 inch iron rod set with cap marked "KSC 4019" for the corner and being in the South line of Stewart Drive as shown on the plat dedication of Osler and Stewart Drive, recorded in Volume 388-145, Page 32, of the Plat Records of Tarrant County, Texas;

THENCE North 89 degrees 37 minutes 30 seconds East, with the South line of said Stewart Drive for a distance of 30.14 feet to a ½ inch iron rod found for a corner at the Southeast corner of said Stewart Drive:

THENCE North 00 degrees 22 minutes 00 seconds West, with the East line of said Stewart Drive for a distance of 12.50 feet to a ½ inch iron rod found at the intersection of the South line of said Osler Drive with the East line of said Stewart Drive;

THENCE South 89 degrees 40 minutes 25 seconds East, with the South line of said Osler Drive for a distance of 341.97 feet to a 5/8 inch iron rod set for a corner clip at the Southwest corner of the intersection of said Osler Drive and Dillard Street;

THENCE South 44 degrees 53 minutes 08 seconds East, with the said corner clip for a distance of 14.19 feet to a 5/8 inch iron rod set with cap marked "KSC 4019" at the South end of said corner clip and being in the West line of said Dillard Street (60 foot wide right-of-way);

THENCE South 00 degrees 05 minutes 50 seconds East, with the West line of said Dillard Street for a distance of 241.37 feet to the POINT OF BEGINNING;

Lessors ratify, adopt, and confirm the Lease and Memo and extend the Lease and Memo to cover the lands described in this Amendment as if the description of lands set out above had been originally included in the Lease and Memo. Lessors grant, lease, and let to Lesees, its successors and assigns, the lands described in this Amendment for the purposes of and on the terms conditions, and provisions contained in the Lease and Memo.

This Amendment shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

This Amendment is signed by Lessors and Lessees as of the date of the acknowledgement below, but is effective for all purposes as of the Effective Date stated above.

LESSORS:

BSP Management, Ltd., A Texas Limited Partnership

By:

Worldwide Elite Consulting, LLC

A Texas Limited Liability Company,

its General Partner

Andrea Paesano, President

LESSEES:

CHESAPEAKE EXPLORATION

An Oklahoma limited company

By:

Henry J. Hood, Senior Vice President - Land and Legal & General Counsel

TOTAL E&P USA, INC., a Delaware corporation

By:

Vice President-Business Development 9 Strategy

ACKNOWLEDGMENT

STATE OF TEXAS) S COUNTY OF FARRANT) This instrument was acknowledged before 2010, by Richard J. Bellack, who personally appears	e me on the <u>21St day December</u> ared before me.			
MICHELLE E ALVARADO Notary Public STATE OF TEXAS My Comm. Exp. 12-01-13	Michelle E. Alvarach Notary Public, State of Texas Michelle E. Alvarado Notary's name (printed): 12-01-13 Notary's commission expires:			
CORPORATE ACKNOWLEDGMENTS STATE OF TEXAS)				
COUNTY OF BEXAR)				
This instrument was acknowledged before me on the 215th December 2010, Andrea Paesano, President of, Worldwide Elite Consulting, LLC, a Texas Limited Liability Company, the General Partner of BSP Management, Ltd., a Texas Limited Partnership, in the capacity therein stated on behalf of said corporation.				
MICHELLE E ALVARADO Notary Public STATE OF TEXAS My Comm. Exp. 12-01-13	Notary Public, State of Texas Michelle E. Alvarado Notary's name (printed): 12-01-13 Notary's commission expires:			

STATE OF OKLAHOMA)			
COUNTY OF OKLAHOMA)			
This instrument was acknowledged before me on this (3) day of (3) day of (2010, by Henry J. Hood, as Senior Vice President - Land and Legal & General Counsel of CHESAPEAKE EXPLORATION, L.L.C. on behalf of said limited liability company.			
ANASTASIA SVEC (SEAL) Notary Public State of Oklahoma Commission # 18801797 Expires 63/85/14	Notary Public, State of <u>OKLA Homes</u> Printed Name: <u>Anastasia Succ</u> My Commission Expires: <u>3/5/7.01</u> f		
STATE OF TEXAS) COUNTY OF HARRIS)			
The foregoing instrument was acknowledged before me this Haday of Horaca, 2010, by Eric Bonnin as Vice President – Business Development Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and on behalf of such corporation.			
JULY 31, 2012	and Public in and for the State of Texas as been left blank intentionally)		